

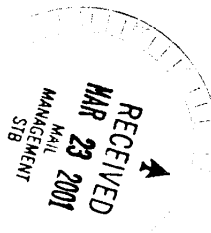
RECORDATION NO. 23445 FILED

APR 03 '01 19-58 AM

SURFACE TRANSPORTATION BOARD

March 16, 2001

Surface Transportation Board
Recording Department
1925 K. Street NW, Suite 700
Washington, D.C. 20423



**BOMBARDIER
CAPITAL**

Bombardier Capital Rail Inc.
6900 Wedgwood Road, Suite 120
Maple Grove, MN 55311 United States
Telephone (763) 420-8000
Fax (763) 420-8003
<http://www.capital.bombardier.com>

Dear Sir or Madam,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of Memorandum of Railcar Lease Agreement dated as of October 31, 2000, a primary document as defined in the Board's Rules for Recordation of Documents.

The names and addresses of the parties to the enclosed documents are:

Lessor: Bombardier Capital Rail Inc.
(formerly called NorRail, Inc.)
6900 Wedgwood Road, Suite 120
Maple Grove, MN 55311
Phone: 763-416-7207

Lessee: Manildra Milling Corporation
4210 Shawnee Mission Parkway
Shawnee Mission, KS 66205
Phone: 913-362-0777

The enclosed Memorandum of Railcar Lease Agreement covers the four (4) 5650 PD Covered Hopper Railcars bearing reporting mark and numbers identified on Exhibit A attached hereto. A short summary of the document to appear in the index follows: "Memorandum of Lease between Bombardier Capital Rail Inc., as Lessor, and Manildra Milling Corporation, as Lessee covering four (4) 5650 PD Covered Hopper railcars. The Railcars are marked with the NRLX reporting mark and numbered as indicated on Exhibit A to the Memorandum attached hereto."

Enclosed is our check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped copy of the enclosed document to the undersigned. If you have any questions or require any further information in connection with this filing, please contact the undersigned at 763-416-7207.

Very truly yours,

Gail M. Blagsvedt
Gail M. Blagsvedt
Contract Administrator
Enclosures

JB

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of October 31, 2000 by and between Bombardier Capital Rail Inc., a Minnesota Corporation ("Lessor") and **Manildra Milling Corporation**, a ~~KANSAS~~ KANSAS Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Schedules to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Railcar Service and Lease Agreement No. 0351913 dated October 31, 2000 between Lessor and Lessee (hereinafter referred to as the "Lease").

2. Pursuant to Schedule No. 001 the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the four (4) railcars bearing the reporting marks and numbers indicated on Exhibit A hereto, all as more particularly described in the Lease.

3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR: Bombardier Capital Rail Inc.

By: L. Lee Struble
L. Lee Struble
Its: Vice President-Sales
By: Bradley C. Gunstad
Bradley C. Gunstad
Its: Vice President & General Counsel

LESSEE: Manildra Milling Corporation

By: Dennis Kehne
Dennis Kehne
Its: Gen Mgr Logistics
By: P. M. Mall
P. M. Mall
Its: C. F. O.

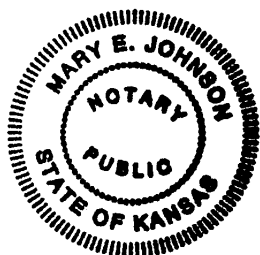
Exhibit A to Memorandum of Railcar Lease Agreement
To Master Railcar Service and Lease Agreement No. 0351913, No. 001

EQUIP NUMBER
NRLX056479
NRLX056487
NRLX056505
NRLX056506

STATE OF Kansas, COUNTY OF Johnson TO WIT:

On this 18th day of October, 2000 before me personally appeared, L. Dennis Kehne and Paul A. Mall, to me personally known, who being by me duly sworn, says that they are the Gen Mgr-Logistics and C.F.O., respectively of Manildra Milling Corporation, a Kansas Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Mary E. Johnson
Notary Public
My commission expires: 5/28/2001

STATE OF MINNESOTA, COUNTY OF HENNEPIN TO WIT:

On this 31 day of October, 2000 before me personally appeared, L. Lee Struble and Bradley C. Gunstad, to me personally known, who being by me duly sworn, says that they are the Vice President, Sales and Vice President & General Counsel, respectively of **Bombardier Capital Rail Inc.**, a Minnesota Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Gail M. Blagsvedt
Notary Public
My commission expires: 1-31-2005